

Debtors' Ex. 127



RESOLUTION ADOPTED ON JULY 12, 2021

(Approving Execution of Amended and Restated Plan Support Agreement for the Commonwealth, PBA, and ERS)

WHEREAS, on June 30, 2016, the federal Puerto Rico Oversight, Management, and Economic Stability Act ("PROMESA") was enacted; and

WHEREAS, Section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the "Board"); and

WHEREAS, on May 3, 2017, the Board filed a Title III petition (the "Commonwealth Title III Case") on behalf of the Commonwealth of Puerto Rico (the "Commonwealth") in the United States District Court for the District of Puerto Rico (the "Title III Court"); and

WHEREAS, on May 21, 2017, the Board filed a Title III petition (the "ERS Title III Case") on behalf of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") in the Title III Court; and

WHEREAS, on September 27, 2019, the Board filed a Title III petition (the "PBA Title III Case" and together with the Commonwealth Title III Case and the ERS Title III Case, the "Title III Cases") on behalf of the Puerto Rico Public Buildings Authority ("PBA") in the Title III Court; and

WHEREAS, the Board is the representative of the Commonwealth, ERS, and PBA in their respective Title III Cases pursuant to PROMESA Section 315(b); and

WHEREAS, on February 9, 2020, the Board, as representative of the Commonwealth, ERS, and PBA, certain holders of general obligation bond claims ("GO Bondholders"), holders of bonds guaranteed by the Commonwealth ("CW Guarantee Bondholders"), and the certain holders of bonds issued by PBA ("PBA Bondholders" and together with the GO Bondholders and CW Guarantee Bondholders, the "PSA Parties") executed a plan support agreement (the "2020 PSA"), regarding the restructuring of the GO Bonds, which agreement was subject to certain conditions precedent, including, without limitation, the negotiation and agreement as to the terms of securities to be issued in accordance with the 2020 PSA and pursuant to a corresponding plan of adjustment, and termination by the parties thereto. Subsequent thereto, various parties have executed joinders to the 2020 PSA; and

WHEREAS, on February 28, 2020, the Commonwealth, ERS and PBA filed that certain *Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (the

“Amended Plan”), in the Title III Court, which plan of adjustment contained the material terms set forth in the 2020 PSA, and a corresponding disclosure statement (the “2020 Disclosure Statement”); and

WHEREAS, due to the onset of the COVID-19 pandemic and its effects on the people and the economy of the Commonwealth, the Oversight Board, on behalf of the Commonwealth, ERS, and PBA, determined to adjourn consideration of the 2020 Disclosure Statement and the Amended Plan; and

WHEREAS, representatives of the Board, its consultants, and attorneys engaged in good faith, arm’s-length negotiations, including, without limitation, with the assistance of the Title III Court-appointed mediation team, with representatives of the Governor of the Commonwealth (the “Government”), certain GO Bondholders and/or CW Guarantee Bondholders, certain PBA Bondholders and other constituencies, to develop a consensus on the terms of a plan of adjustment for the Commonwealth, PBA, and ERS; and

WHEREAS, as a result of such negotiations, on February 10, 2021, the Oversight Board announced it reached an agreement in principle with certain PSA Parties regarding the terms of an amended plan of adjustment, subject to the execution of definitive documentation, including, without limitation, the execution of a plan support agreement; and

WHEREAS, by notice, dated February 22, 2021, the 2020 PSA was terminated and is no further force or effect, including, without limitation, the release and waiver of the obligation to make any payments contemplated by the 2020 PSA; and

WHEREAS, on February 22, 2021, the Board, as representative of the Commonwealth, ERS, and PBA, GO Bondholders, CW Guarantee Bondholders, and PBA Bondholders entered into that certain Plan Support Agreement (as may be modified or amended, the “PSA”), which: (i) resolves certain litigation between the parties; (ii) sets forth the terms of securities to be issued pursuant to the Plan; and (iii) sets forth the agreement of the parties to support the terms of an amended plan of adjustment for the Commonwealth, ERS, and PBA consistent with the terms of the PSA;

WHEREAS, on July 12, 2021, the Board, as representative of the Commonwealth, ERS, and PBA, GO Bondholders, CW Guarantee Bondholders, and PBA Bondholders determined to amend the PSA to address necessary technical modifications to the PSA;

WHEREAS, attached hereto as Exhibit A is an amended and restated proposed plan support agreement (“Amended PSA”) to be entered into by and among the Board, as representative of the Commonwealth, ERS, and PBA, and the PSA Parties, which, among other things, addresses necessary technical modifications to the PSA ; and

WHEREAS, after substantial deliberations and consultations with its advisors, the Board has determined to enter into the Amended PSA; and

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board authorizes its Executive Director to complete negotiation of the Amended PSA, including, without limitation, making

non-substantive changes to the Amended PSA, and, upon completion thereof, to execute the Amended PSA on behalf of the Board.